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RECORDATION NO.

15167-B

FILED 1425

DEC 9 1987 - 3:05 PM

(415) 362-1010

INTERSTATE COMMERCE COMMISSION

No.

December 8, 1987

Date DEC 9 1987

Fee \$ 20.00

ICC Washington, D. C.

MOTOR CARRIER UNIT

Dec 9 11 28 AM '87

100 OFFICE OF
THE SECRETARY

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee
Secretary of the Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, seven (7) original 1st Amendment to Lease of Railroad Equipment (the "Amendment"). These are secondary documents.

The Amendment should be included as part of the primary filing recorded on February 9, 1987 at 12:40 p.m., Recordation No. 15167 and given the next available recordation number being, 15167-A. The names and addresses of the primary parties to these documents and the subject equipment for this filing are:

- A. Parties: Lessor: HM Joint Venture
Lessee: Virginia Electric and Power Co.
- B. Addresses: Lessor: c/o Helm Equipment Leasing Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111
Lessee: 7th and E. Cary Streets
Richmond, VA 23230
- C. Equipment: 300 Hundred-ton bottom dump coal hopper cars, currently bearing road numbers VEPX 87000-87499

Please cross-index the Amendment with the following document:

Recordation No. 15168 - Security Agreement dated December 23, 1986 between HM Joint Venture and First National Bank of Louisville.

Enclosed is a check of this firm in the amount of \$20.00 to cover the filing fee for the Amendment (\$10.00), and the fee for the cross-indexing of each document (\$10.00).

Ms. Noreta R. McGee
December 8, 1987
Page Two

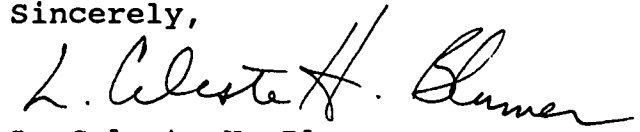
A short summary of the documents to appear in the Index is as follows:

1st Amendment to Lease of Railroad Equipment
regarding Cars bearing road numbers VEPX
87000-87499.

Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from ICC acknowledging the filing, and the extra copy of this letter of transmittal.

The undersigned certifies that she is acting as counsel to HM Joint Venture for purposes of this filing and that she has knowledge of the matters set forth in the above-described documents.

Sincerely,



L. Celeste H. Blumer

LCHB:msp

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

L. Celeste H. Blumer
Citicorp Center
One Sansome Street
14th Floor
San Francisco, CA 94104

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/9/87 at 12:05PM, and assigned recordation number(s). 15167-B & 15168-A

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

1st AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

RECORDATION NO. 15167-B
FEB 14 1988

DEC 9 1987 12 05 PM
INTERSTATE COMMERCE COMMISSION

This 1st Amendment to Lease of Railroad Equipment is dated as of December 8, 1986 and is entered into between HM Joint Venture, a Kentucky joint venture formed by Helm Equipment Leasing Corporation, a California corporation ("Helm") and Mansbach Realty Company, a Kentucky corporation ("Mansbach") ("Lessor") and Virginia Electric and Power Company, a Virginia public service corporation ("Lessee").

1. Correction. All references in the Lease of Railroad Equipment dated as of December 8, 1986, between Lessor and Lessee (the "Lease") to HM Joint Venture as a California joint venture, are hereby corrected to refer to HM Joint Venture, a Kentucky joint venture.

2. Lease Ratified and Affirmed. All other provisions of the Lease are ratified and reaffirmed.

IN WITNESS WHEREOF, this 1st Amendment to Lease of Railroad Equipment has been executed by the authorized officials of the parties as of the date first above-written.

HM JOINT VENTURE

BY: MANSBACH REALTY COMPANY,
Joint Venturer

Attest:

By: Edward B. Renneker
Title: ST. Red.

By: Donald M. Crook
Title: Pres.

BY: HELM EQUIPMENT LEASING
CORPORATION,
Joint Venturer

Attest:

By: William H. Fisher
Title: SECRETARY

By: David R. Ellis
Title: EVP

VIRGINIA ELECTRIC AND POWER
COMPANY

Attest:

By: W. H. Fisher
Title: Asst. Corp. Sec.

By: T. B. Egan
Title: Vice President, Procurement

Consent:

FIRST NATIONAL BANK OF
LOUISVILLE

By: J. E. Whitlow
Title: Senior Vice President

STATE OF Kentucky)
COUNTY OF Boyd) ss.

I, Edward B. Renneker, a Notary Public in and for the state and county aforesaid, do hereby certify that Gerald Mansbach of MANSBACH REALTY COMPANY, a Kentucky corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is Pres., he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 23 day of Nov., 1987.

Edward B. Renneker
Notary Public

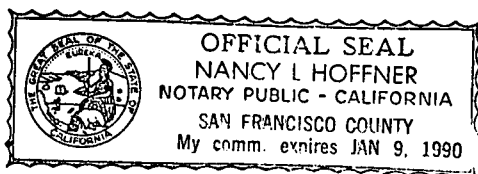
My commission expires

Dec. 6, 1989

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

I, NANCY L. HOFFNER, a Notary Public in and for the state and county aforesaid, do hereby certify that DAVID R. ECKLES of HELM EQUIPMENT LEASING CORPORATION, a California corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is EXECUTIVE VICE PRESIDENT, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 17th day of NOVEMBER, 1987.



Nancy L. Hoffner
Notary Public

My commission expires

January 9, 1990

STATE OF Virginia)
COUNTY OF at large) ss.

I, Sharon K. Goggin, a Notary Public in and for the state and county aforesaid, do hereby certify that J. L. Boulton of VIRGINIA ELECTRIC AND POWER COMPANY, a Virginia public service corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is V.P. Procurement, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 14th day of December, 1987.

Sharon K. Goggin
Notary Public

My commission expires

7/19/88

STATE OF Kentucky)
COUNTY OF Jefferson) ss.

I, Dulene Sproultteris, a Notary Public in and for the state and county aforesaid, do hereby certify that J. E. Vattaw of FIRST NATIONAL BANK OF LOUISVILLE, a national banking association, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is Sr. Vice President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 27th day of November, 1987.

Dulene Sproultteris
Notary Public

My commission expires
Notary Public, State at Large, KY
My commission expires Apr. 10, 1989